

**UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION**

**IN RE: REALPAGE, INC., RENTAL
SOFTWARE ANTITRUST LITIGATION
(NO. II)**

**Case No. 3:23-MD-3071
MDL No. 3071**

**This Document Relates to:
3:23-cv-00330 (M.D. Tenn.)
3:23-cv-00333 (M.D. Tenn.)
3:23-cv-00337 (M.D. Tenn.)
3:23-cv-00339 (M.D. Tenn.)
3:23-cv-00387 (M.D. Tenn.)
3:23-cv-00389 (M.D. Tenn.)
3:23-cv-00414 (M.D. Tenn.)**

Chief Judge Waverly D. Crenshaw, Jr.

**DECLARATION OF BRANDY DANIEL IN SUPPORT OF
BH MANAGEMENT SERVICES, LLC'S MOTION TO DISMISS
FOR LACK OF PERSONAL JURISDICTION**

I, Brandy Daniel, declare and state as follows:

1. I am the Vice President of Business Performance Systems for BH Management Services, LLC ("BH Management"). I have worked for BH Management in this role since February 2017. My responsibilities and duties in this position include overseeing BH Management's business analytics and development department and performance strategy department, which includes revenue management and lease renewals.
2. I previously held the titles of Revenue Manager, Revenue Manager Supervisor, Manager of Business Intelligence, and Vice President of Business Intelligence Systems, and my responsibilities and duties included revenue management, software development, and pricing strategy.

3. I submit this declaration in support of BH Management's motion to dismiss the above-captioned actions originally filed in the Western District of Washington. I am familiar with the location of properties managed by BH Management, and the roles and responsibilities of BH Management's property management employees. The facts stated here are based on my personal knowledge and my review of records created and maintained by BH Management.

4. BH Management is a multifamily property management company. As detailed below, BH Management has several lines of business, principally relating to multifamily rental property management. From at least as early as January 1, 2010 through the present, BH Management has not had any business presence or operations in Washington State.

5. BH Management is a limited liability company organized under the laws of Iowa. It has been organized in Iowa since its formation in June 2012.

6. BH Management's headquarters and principal place of business are located at 400 Locus Street, Suite 790, Des Moines, Iowa 50309.

7. BH Management's registered agent for service of process, Corporation Service Company, is located in Des Moines, Iowa. BH Management has no registered agent in Washington State.

8. None of BH Management's members are based in Washington State.

9. BH Management currently has three lines of business: property management, construction services, and architecture and design. BH Management does not have—and from at least as early as January 1, 2010, has not had—any contacts with Washington State related to those lines of business.

10. I understand that the above-captioned litigation relates to BH Management's property management line of business. As part of that line of business, BH Management

contracts with owners of real property to manage residential rental units. From at least as early as January 1, 2010 through the present, neither BH Management nor any of its employees, affiliates, or agents has managed any residential rental units in Washington State.

11. Moreover, from at least as early as January 1, 2010 through the present:

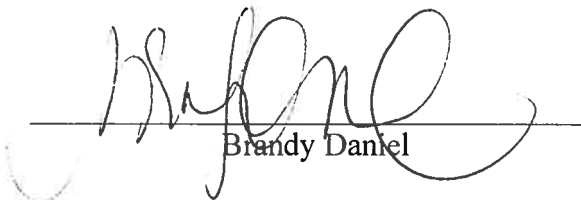
- A. BH Management has not owned, rented, managed, used, or possessed any property or offices in Washington State;
- B. BH Management has not held any business meetings or conferences in Washington State;
- C. BH Management has not had any bank accounts in Washington State;
- D. BH Management has not been licensed to do business in Washington State; and
- E. BH Management has not solicited or offered any property management business in Washington State.

12. BH Management currently has approximately 2,500 employees companywide. This includes five employees who live in Washington State and work remotely. Three of these employees have worked remotely for BH Management from Washington since 2021 and two have worked remotely from Washington since 2022. Since 2017, BH Management has had two other employees who lived in Washington State and worked remotely. All the BH Management employees who work, or who have worked, remotely in Washington State since 2017 have been assigned to BH Management's offices in Des Moines or Dallas. None of these employees has had responsibility for, or a job responsibility related to, (i) utilizing any RealPage revenue management product used by BH Management, except to the extent necessary to perform technology maintenance and support tasks; or (ii) deciding whether RealPage software is used at

any property managed by BH Management. None of these employees has ever been involved in or responsible for negotiating or setting prices for rental units managed by BH Management.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Executed on July 3, 2023, in Dallas, Texas.


Brandy Daniel

CERTIFICATE OF SERVICE

I hereby certify that on July 7, 2023, I electronically filed the foregoing document with the Clerk of the Court using the CM/ECF system, which will send notification of such filing to all attorneys of record registered on the CM/ECF system.

DATED: July 7, 2023

/s/ Ian Simmons

Ian Simmons

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Management Services, LLC